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Hearing Date: June 30, 2009 at 9:45 a.m.

-and-

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General Motors Corp., Civil Action No. 07-14074 (E.D. Mich.) and
(2) UAW et al. v. General Motors Corp., No. 05-CV-73991 (E.D. Mich.)*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re

Chapter 11

GENERAL MOTORS CORP., et al.,

Case No. 09-50026 (REG)

Debtors.

(Jointly Administered)

-----X

**JOINDER OF CLASS REPRESENTATIVES OF (1) INT'L UNION, UAW, ET AL. v.
GENERAL MOTORS CORP., CIVIL ACTION NO. 07-14074 (E.D. MICH.) AND
(2) UAW ET AL. v. GENERAL MOTORS CORP., NO. 05-CV-73991 (E.D. MICH.) TO
SUPPLEMENTAL STATEMENT OF THE INTERNATIONAL UNION, UNITED
AUTOMOBILE, AEROSPACE, AND AGRICULTURAL IMPLEMENT WORKERS
UNION OF AMERICA, AFL-CIO IN SUPPORT OF MOTION OF THE DEBTORS TO
APPROVE THE SALE PURSUANT TO THE MASTER SALE AND PURCHASE
AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS, LLC; ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS; AND OTHER
RELIEF; AND RESPONSE TO INDIVIDUAL RETIREE STATEMENTS
CONCERNING APPROVAL OF UAW RETIREE SETTLEMENT AGREEMENT**

**TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:**

The Class Representatives of (1) Int'l Union, UAW, et al. v. General Motors Corp., Civil Action No. 07-14074 (E.D. Mich.) and (2) UAW et al. v. General Motors Corp., No. 05-CV-73991 (E.D. Mich.), by and through their undersigned co-counsel, hereby join in the Supplemental Statement of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers Union of America, AFL-CIO, in Support of Motion of the Debtors to Approve the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC; Assumption and Assignment of Certain Executory Contracts; and Other Relief and Response to Individual Retiree Statements Concerning Approval of UAW Retiree Settlement Agreement dated June 26, 2009 (Docket No. 2631) (the "UAW Statement"), and respectfully represent:

BACKGROUND

Henry I Class Action

1. On October 18 and 31, 2005, Earl L. Henry, Bonnie J. Lauria, Raymond B. Bailey, Theodore J. Genco, Marvin C. Marlow, Charles R. Miller and Laverne M. Soriano (collectively, the "Henry I Class Representatives"), along with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America, AFL-CIO ("UAW"), commenced an action against General Motors Corporation ("GM") on behalf of a class of retired GM employees and their spouses, surviving spouses, and dependents (collectively, the "Henry I Class") in the United States District Court for the Eastern District of Michigan.

2. There are more than 475,000 individuals in the Henry I Class.

3. On March 31, 2006, the District Court approved a settlement between and among the Henry I Class Representatives, the Henry I Class, the UAW and GM.

Henry II Class Action

4. On September 26, 2007, the Henry I Class Representatives and John Huber (collectively, the “Henry II Class Representatives”), along with the UAW, commenced an action against GM on behalf of a class of retired GM employees and their spouses, surviving spouses, and dependents (collectively, the “Henry II Class”) in the United States District Court for the Eastern District of Michigan.

5. There are more than 522,000 individuals in the Henry II Class.

6. On July 31, 2008, the District Court approved a settlement between and among the Henry II Class Representatives, the Henry II Class, the UAW and GM.

Chapter 11 Case

7. On June 1, 2009, GM filed its Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k) and (m), and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (the “Approval Motion”).

8. On June 26, 2009, the UAW filed the UAW Statement in support of the Approval Motion.

JOINDER

9. For all the reasons set forth in the UAW Statement, this Court should approve the UAW Retiree Settlement Agreement.

WHEREFORE, the Henry I Class Representatives and Henry II Class Representatives respectfully request that the UAW Retiree Settlement be approved in all respects.

Dated: Garden City, New York
June 26, 2009

MEYER, SUOZZI, ENGLISH & KLEIN, P.C.

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